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上海復旦微電子集團股份有限公司
Shanghai Fudan Microelectronics Group Company Limited*
(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 1385)

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2026 first class meeting of H shareholders (the "2026 first H Shareholders' Class Meeting") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") will be held at Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the People's Republic of China (the "PRC") on Monday, 16 March 2026 at 2:00 p.m. (or as soon as the 2026 first extraordinary general meeting and the class meeting of A Shareholders of the Company shall have been concluded or adjourned) for the following purposes:–

Special Resolutions

1. approve the proposed adoption of the 2026 A Share Restricted Share Incentive Scheme and the proposed issue of Restricted Shares under the 2026 A Share Restricted Share Incentive Scheme;

2. approve the proposed adoption of the 2026 A Share Restricted Share Incentive Scheme assessment management measures; and

3. approve the proposed authorization to the Board to deal with matters relating to the 2026 A Share Restricted Share Incentive Scheme.

By order of the Board
Shanghai Fudan Microelectronics Group Company Limited*
Zhang Wei
Chairman

Hong Kong, 12 February 2026

* *For identification purpose only*

Notes:

1. Persons who hold shares of the Company and whose names appear on the Register of Members of H Shares of the Company as at 16 March 2026 shall be entitled to attend the 2026 first H Shareholders' Class Meeting. For Non-Registered Shareholders of H Shares, please consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for the voting arrangements.

2. Any member entitled to attend and vote at the 2026 first H Shareholders' Class Meeting is entitled to appoint one or more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.

3. The instrument appointing a proxy must be in writing of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or in writing by its director or other attorney duly authorized to sign the same. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney, must be deposited not less than 48 hours before the time appointed for the holding of the 2026 first H Shareholders' Class Meeting at the Company's principal place of business in the PRC at Building 4, Lane 127, Guotai Road, Shanghai, the PRC (for A Shareholders) or the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) as stipulated in the proxy form.

4. For H Shareholders, the Register of Members of H Shares of the Company will be closed from 10 March 2026 to 16 March 2026 (both dates inclusive) during which period no transfer of H Shares will be registered. For H Shareholders whose names appear on the register of members of the Company as at 16 March 2026 shall be entitled to attend the 2026 first H Shareholders' Class Meeting. To be qualified to attend the 2026 first H Shareholders' Class Meeting, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 9 March 2026.

5. Shareholders or their proxies shall provide their identification documents when attending the 2026 first H Shareholders' Class Meeting. If corporate Shareholders appoint authorised representative to attend the 2026 first H Shareholders' Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the 2026 first H Shareholders' Class Meeting.

6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the 2026 first H Shareholders' Class Meeting if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. Shareholders attending the 2026 first H Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.

8. Information containing further details regarding the proposed resolutions set out in the above notice as required by the Listing Rules are set out in the circular of the Company which will be despatched on 27 February 2026.

As at the date of this notice, the Company's executive Directors are Mr. Zhang Wei and Mr. Shen Lei; non-executive Directors are Ms. Yan Na, Mr. Zhuang Qifei, Ms. Zhang Rui and Mr. Song Jiale, and independent non-executive Directors are Ms. Shi Yanling, Ms. Wang Meijuan, Mr. Hu Xue and Mr. Zhang Yu Ming; employee Director is Mr. Shen Mingjie.